

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
ATTORNEYS AT LAW

815 CONNECTICUT AVENUE N.W.
WASHINGTON, D.C. 20006-4004
(202) 463-8400
FAX (202) 888-5383

ONE CENTURY PLAZA - SUITE 3300
2089 CENTURY PARK EAST
LOS ANGELES, CA 90067-3063
(310) 877-7200
FAX (310) 801-5819

900 THIRD AVENUE
NEW YORK, NY 10022-4728
(212) 715-9000
FAX (212) 758-3116

101 CALIFORNIA STREET - SUITE 2900
SAN FRANCISCO, CA 94111-5858
(415) 397-8823
FAX (415) 397-8549

455 CAPITOL Mall - SUITE 302
SACRAMENTO, CA 95814-4308
(916) 558-4828
FAX (916) 558-4839

55 EAST MONROE STREET - SUITE 4200
CHICAGO, ILLINOIS 60603-5803

(312) 346-8000
FAX (312) 269-8869

WRITER'S DIRECT DIAL

(312) 269-8930

INTERNATIONAL

AVENUE LOUINE 500, BOITE 8
1050 BRUSSELS, BELGIUM
TELEPHONE (32) (2) 647 80 25
FAX (32) (2) 640 70 71

SEYFARTH, SHAW & WONG
80 RAFFLES PLACE
#5-01 UOB PLAZA
SINGAPORE 0104
(65) 532-4548
FAX (65) 532 5711
(65) 532 5722

AFFILIATE FIRMS

SEYFARTH, SHAW & WONG
BRUSSELS AND LIEGE, BELGIUM
COLOGNE, GERMANY

RECORDATION NO. 18819

MAY 25 1994 - 3:40 PM

INTERSTATE COMMERCE COMMISSION

May 24, 1994

0100240073

VIA OVERNIGHT COURIER

Secretary
Interstate Commerce Commission
Room 2303
Washington, DC 20423

Attention: Mrs. Mildred Lee/DOCUMENTS FOR RECORDATION

Re: The CIT Group/Equipment Financing, Inc.

Dear Secretary:

I am an attorney representing a party to the enclosed document. I have enclosed one original of the document described below, and two certified copies, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

The document is a Memorandum of Master Railcar Lease Agreement, a primary document, dated as of April 15, 1994.

The names and addresses of the parties to the enclosed documents are as follows:

Lessor: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Lessee: Commonwealth Edison Company
125 South Clark Street
Chicago, Illinois 60690

Page Two
May 24, 1994

A description of the equipment covered by the foregoing document follows:

Four Hundred Eighty (480) aluminum Auto Flood discharge hopper cars equipped with rotary coupler, to be built by Johnstown America in 1994 to Specification #X-93045, with height from rail to top of side cord equal to 12 feet 10 1/4 inches, marked and numbered: PRBX 2001 through PRBX 2480 (inclusive).

A fee of \$18.00 is enclosed. Please return any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number to Stacy Powell-Bennett, Esq., Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

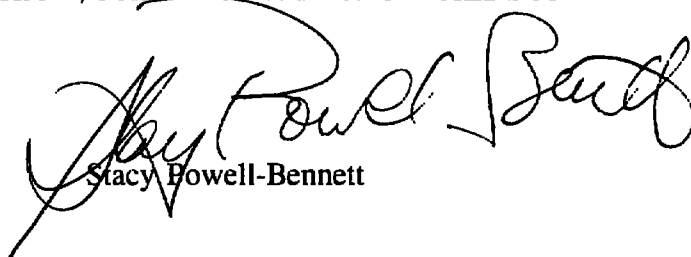
A short summary of the document to appear in the index follows:

Memorandum of Master Railcar Lease Agreement by The CIT Group/Equipment Financing, Inc., New York, New York, and Commonwealth Edison Company, Chicago, Illinois, dated as of April 15, 1994.

Yours very truly,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By



Stacy Powell-Bennett

SPB/cjp
15790

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/26/94

OFFICE OF THE SECRETARY

Stacy Powell Bennett
Seyfarth, Shaw, Fairweather & Geraldson
55 East Monroe Street, Suite 4200
Chicago, Illinois 60603-5803

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 5/25/94 at 3:40pm, and assigned
recording number(s). 18819

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

**MEMORANDUM
OF
MASTER RAILCAR LEASE AGREEMENT**

RECORDATION NO. **18819** FILED 1425
MAY 25 1994 - 3:10 PM
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF MASTER RAILCAR LEASE AGREEMENT is intended to evidence the Master Railcar Lease Agreement dated as of April 15, 1994 (the "Lease"), between The CIT Group/Equipment Financing, Inc., a New York corporation (the "Lessor"), having an address at 1211 Avenue of the Americas, New York, New York 10036, and Commonwealth Edison Company, an Illinois corporation (the "Lessee"), having an address at 125 S. Clark Street, Chicago, Illinois 60690, for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under 49 USC §11303. The Lessor is the owner of the aluminum Auto Flood discharge hopper cars, more fully described in Exhibit A hereto (the "Units"). The Lessee leased all of the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Memorandum of Master Railcar Lease Agreement to be duly executed as of the date first above written, and the undersigned signatories each hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

LESSOR:

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Alan B. Klein

Its: VP

LESSEE:

COMMONWEALTH EDISON COMPANY

By: Dennis F. O'Brien

Its: Treasurer

STATE OF New York
COUNTY OF New York

ss:

On this 20 day of May, 1994, before me personally appeared JEAN B. STEIN, to me personally known, who, being by me duly sworn, says that he is SVP of THE CIT GROUP/EQUIPMENT FINANCING, INC., and that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of said corporation.

CATHERINE E. HOPPMANN
Notary Public, State of New York
No. 4774813
Qualified in Bronx County
Cert. Filed in New York County
[Notarial Seal] Commission Expires March 30, 1994

Catherine E. Hoppmann
Notary Public

My commission expires: 11/30/94

STATE OF Illinois
COUNTY OF Cock

ss:

On this 17th day of May, 1994, before me personally appeared Dennis F. O'Brien, to me personally known, who, being by me duly sworn, says that he is Treasurer of COMMONWEALTH EDISON COMPANY, and that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Memorandum of Lease was the free act and deed of said corporation.

◀ "OFFICIAL SEAL" ▶
◀ Betty Fox ▶
◀ Notary Public, State of Illinois ▶
◀ My Commission Expires 7/21/96 ▶
[Notarial Seal]

Betty Fox
Notary Public

My commission expires: 7-21-96

**EXHIBIT A
TO
MEMORANDUM OF MASTER RAILCAR LEASE AGREEMENT**

EQUIPMENT

Four Hundred Eighty (480) aluminum Auto Flood discharge hopper cars equipped with rotary coupler, to be built by Johnstown America in 1994 to Specification #X-93045, with height from rail to top of side cord equal to 12 feet 10 1/4 inches.

Marked and Numbered: PRBX 2001 through PRBX 2480 (inclusive)

AAR Mechanical Design: HTS

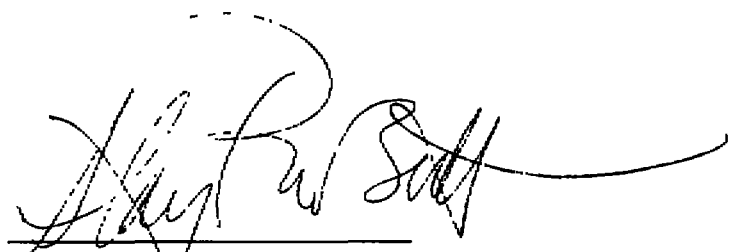
AAR Car Type Code: K341

18819

RECORDATION NO. [REDACTED] FILED 1425
MAY 25 1994 - 3 40 PM
INTERSTATE COMMERCE COMMISSION

CERTIFIED COPY

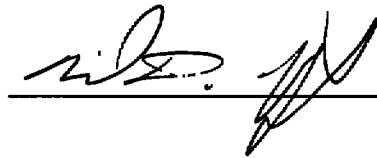
I, Stacy Powell-Bennett, the undersigned affiant, certify and affirm that I have compared the attached copy with the original and have found the copy to be complete and identical in all respects to the original document.

A handwritten signature in cursive script, appearing to read 'Stacy Powell-Bennett', written over a horizontal line.

Stacy Powell-Bennett

STATE OF ILLINOIS)
SS.
COUNTY OF C O O K)

The foregoing instrument was acknowledged before me this 24th day of May,
1994, by Stacy Powell-Bennett.



NOTARY PUBLIC